

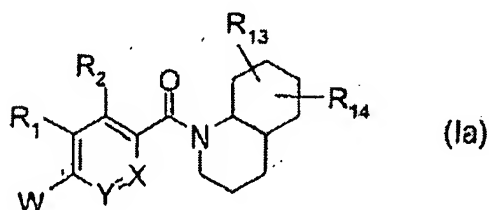
## Amendments to the Claims

This Listing of Claims will replace all prior versions, and listings, of claims in the specification:

### Listing of Claims:

1.-6. (Canceled)

7. (Currently Amended) ~~The A compound according to claim 3 of~~ having the formula



wherein

R<sub>1</sub> and R<sub>2</sub> are independently hydrogen, ciano, halo, nitro, optionally substituted amino, lower alkyl, C<sub>1-4</sub> alkyl, trifluoromethyl, -CO<sub>2</sub>H, CO<sub>2</sub>C<sub>1-4</sub> alkyl, C(O)NHC<sub>1-4</sub> alkyl, or lower C<sub>1-4</sub> alkoxy, or

R<sub>1</sub> and R<sub>2</sub> combined together with the carbon atoms to which they are attached form an optionally substituted 6-membered aromatic ring;

W is -NR<sub>5</sub>C(O)R<sub>6</sub>, -NR<sub>5</sub>C(O)OR<sub>6</sub>, -NR<sub>5</sub>C(O)NR<sub>6</sub>R<sub>7</sub>, -NR<sub>5</sub>C(S)NR<sub>6</sub>R<sub>7</sub>, -NR<sub>5</sub>S(O)<sub>2</sub>R<sub>6</sub>, -NR<sub>5</sub>R<sub>8</sub>, -C(O)NR<sub>6</sub>R<sub>7</sub>, -OR<sub>9</sub> or -OC(O)NR<sub>6</sub>R<sub>7</sub> in which

R<sub>5</sub> and R<sub>7</sub> are independently hydrogen or methyl; or

R<sub>5</sub> and R<sub>1</sub> are alkylene which combined together with the nitrogen atom to which R<sub>5</sub> is attached and the carbon atoms to which W and R<sub>1</sub> are attached form a 5-membered ring;

R<sub>6</sub> is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

R<sub>8</sub> is optionally substituted alkyl, aralkyl or heteroaralkyl;

R<sub>9</sub> is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl; or

~~W is aryl or heteroaryl; or~~

~~W is hydrogen provided that R<sub>1</sub> is -NR<sub>5</sub>Z in which Z is -C(O)R<sub>6</sub>, -C(O)OR<sub>6</sub>, -C(O)NR<sub>6</sub>R<sub>7</sub>, -C(S)NR<sub>6</sub>R<sub>7</sub>, -S(O)<sub>2</sub>R<sub>6</sub>, or -R<sub>8</sub>; or~~

W and R<sub>1</sub> combined together with the carbon atoms they are attached to form a 6-membered aromatic ring optionally substituted with alkyl, alkoxy, aryl, heteroaryl, halo, -NR<sub>5</sub>Z, -C(O)NR<sub>6</sub>R<sub>7</sub>, -OR<sub>9</sub> or -OC(O)NR<sub>6</sub>R<sub>7</sub>;

X is CH;

Y is CH or nitrogen; or

~~X=Y is CH<sub>2</sub>, oxygen, sulfur or NR<sub>10</sub> in which R<sub>10</sub> is hydrogen or methyl;~~

R<sub>13</sub> and R<sub>14</sub> are independently hydrogen, hydroxy or optionally substituted lower C<sub>1-4</sub> alkyl; or

a pharmaceutically acceptable salt thereof.

8. (Currently Amended) The compound according to claim 7 wherein

R<sub>1</sub> is hydrogen;

R<sub>2</sub> is hydrogen, chloro, methoxy, ethoxy, propoxy or optionally substituted amino;

W is -NR<sub>5</sub>C(O)R<sub>6</sub>, -NR<sub>5</sub>C(O)OR<sub>6</sub>, -NR<sub>5</sub>C(O)NR<sub>6</sub>R<sub>7</sub>, -NR<sub>5</sub>C(S)NR<sub>6</sub>R<sub>7</sub>, -NR<sub>5</sub>S(O)<sub>2</sub>R<sub>6</sub>, -NR<sub>5</sub>R, -C(O)NR<sub>6</sub>R<sub>7</sub>, -OR<sub>9</sub> or -OC(O)NR<sub>6</sub>R<sub>7</sub> in which

R<sub>5</sub> and R<sub>7</sub> are independently hydrogen or methyl;

R<sub>6</sub> is optionally substituted alkyl, aryl, heteroaryl, cycloalkyl, aralkyl or heteroaralkyl;

R<sub>8</sub> is optionally substituted alkyl, aralkyl or heteroaralkyl;

R<sub>9</sub> is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

X is CH;

Y is CH;

R<sub>13</sub> and R<sub>14</sub> are independently hydrogen, hydroxy or optionally substituted lower alkyl; or  
a pharmaceutically acceptable salt thereof.

9. (Currently Amended) The compound according to claim 7 wherein

R<sub>1</sub> is methyl, methoxy or optionally substituted amino;

R<sub>2</sub> is hydrogen;

W is -NR<sub>5</sub>C(O)R<sub>6</sub>, -NR<sub>5</sub>C(O)OR<sub>6</sub>, -NR<sub>5</sub>C(O)NR<sub>6</sub>R<sub>7</sub>, -NR<sub>5</sub>C(S)NR<sub>6</sub>R<sub>7</sub>, -NR<sub>5</sub>S(O)<sub>2</sub>R<sub>6</sub>, -NR<sub>5</sub>R<sub>8</sub>, -C(O)NR<sub>6</sub>R<sub>7</sub>, ~~OR<sub>9</sub>~~ or -OC(O)NR<sub>6</sub>R<sub>7</sub> in which

$R_5$  and  $R_7$  are independently hydrogen or methyl;

$R_6$  is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

$R_8$  is optionally substituted alkyl, aralkyl or heteroaralkyl;

$R_9$  is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

X is CH;

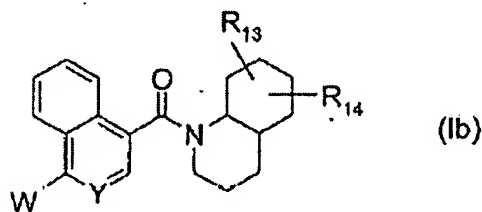
Y is CH;

$R_{13}$  and  $R_{14}$  are independently hydrogen, hydroxy or optionally substituted lower alkyl; or a phamaceutically acceptable salt thereof.

10. (Canceled)

11. (Canceled)

12. (Currently Amended) The compound according to claim 7 of the formula



wherein

W is  $-\text{NR}_5\text{C}(\text{O})\text{R}_6$ ,  $-\text{NR}_5\text{C}(\text{O})\text{OR}_6$ ,  $-\text{NR}_5\text{C}(\text{O})\text{NR}_6\text{R}_7$ ,  $-\text{NR}_5\text{C}(\text{S})\text{NR}_6\text{R}_7$ ,  $-\text{NR}_5\text{S}(\text{O})_2\text{R}_6$ ,  $-\text{NR}_5\text{R}_8$ ,  $-\text{C}(\text{O})\text{NR}_6\text{R}_7$ ,  $-\text{OR}_9$  or  $-\text{OC}(\text{O})\text{NR}_6\text{R}_7$  in which

$R_5$  and  $R_7$  are independently hydrogen or methyl;

$R_6$  is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

$R_8$  is optionally substituted alkyl, aralkyl or heteroaralkyl;

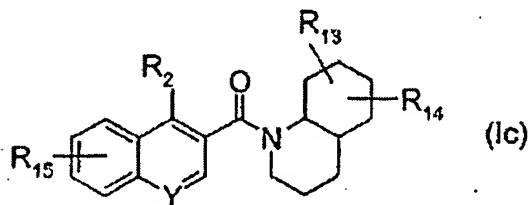
$R_9$  is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

Y is CH;

$R_{13}$  and  $R_{14}$  are independently hydrogen, hydroxy or optionally substituted lower alkyl;

or a pharmaceutically acceptable salt thereof.

13. (Currently Amended) The A compound according to claim 7 of the formula



wherein

$R_2$  is hydrogen, halo or alkoxy;

Y is CH or nitrogen;

$R_{13}$  and  $R_{14}$  are independently hydrogen, hydroxy or optionally substituted lower alkyl;

$R_{15}$  is hydrogen,  $-NR_5C(O)R_6$ ,  $-NR_5C(O)OR_6$ ,  $-NR_5C(O)NR_6R_7$ ,  $-NR_5C(S)NR_6R_7$ ,  $-NR_5S(O)_2R_6$ ,  $-NR_5R_6$ ,  $-C(O)NR_6R_7$ ,  $-OR_9$  or  $-OC(O)NR_6R_7$  in which

$R_5$  and  $R_7$  are independently hydrogen or methyl;

$R_6$  is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

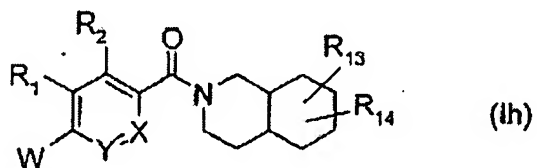
$R_8$  is optionally substituted alkyl, aralkyl or heteroaralkyl;

$R_9$  is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

or a pharmaceutically acceptable salt thereof.

14-17. (Canceled).

18. (Currently Amended) The compound according to claim 3 of the formula



wherein

$R_1$  and  $R_2$  are independently hydrogen, halo, optionally substituted amino, lower  $C_{1-4}$  alkyl or lower  $C_{1-4}$  alkoxy; or

R<sub>1</sub> and R<sub>2</sub> combined together form an optionally substituted 6-membered aromatic ring;

W is -NR<sub>5</sub>C(O)R<sub>6</sub>, -NR<sub>5</sub>C(O)OR<sub>6</sub>, -NR<sub>5</sub>C(O)NR<sub>6</sub>R<sub>7</sub>, -NR<sub>5</sub>C(S)NR<sub>6</sub>R<sub>7</sub>, -NR<sub>5</sub>S(O)<sub>2</sub>R<sub>6</sub>, -NR<sub>5</sub>R<sub>8</sub>, -C(O)NR<sub>6</sub>R<sub>7</sub>, -OR<sub>9</sub> or -OC(O)NR<sub>6</sub>R<sub>7</sub> in which

R<sub>5</sub> and R<sub>7</sub> are independently hydrogen or methyl; or

R<sub>5</sub> and R<sub>1</sub> are alkylene which combined together with the nitrogen atom to which R<sub>5</sub> is attached and the carbon atoms to which W and R<sub>1</sub> are attached form a 5-membered ring;

R<sub>6</sub> is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

R<sub>8</sub> is optionally substituted alkyl, aralkyl or heteroaralkyl;

R<sub>9</sub> is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl; or

W is aryl or heteroaryl; or

W and R<sub>1</sub> combined together with the carbon atoms to which they are attached form a 6-membered aromatic ring optionally substituted with alkyl, alkoxy, aryl, heteroaryl, halo, -NR<sub>5</sub>Z, -C(O)NR<sub>6</sub>R<sub>7</sub>, -OR<sub>9</sub> or -OC(O)NR<sub>6</sub>R<sub>7</sub> in which

Z is -C(O)R<sub>6</sub>, -C(O)OR<sub>6</sub>, -C(O)NR<sub>6</sub>R<sub>7</sub>, -C(S)NR<sub>6</sub>R<sub>7</sub>, -S(O)<sub>2</sub>R<sub>6</sub>, or -R<sub>8</sub>;

R<sub>13</sub> and R<sub>14</sub> are independently hydrogen, hydroxy or optionally substituted lower alkyl;

X is CH;

Y is CH or nitrogen; or

~~X=Y is CH<sub>2</sub>, oxygen, sulfur or NR<sub>10</sub> in which R<sub>10</sub> is hydrogen or methyl;~~

or a pharmaceutically acceptable salt thereof.

19. (Currently Amended) The compound according to claim 18 wherein

R<sub>1</sub> is hydrogen;

R<sub>2</sub> is hydrogen, chloro, methoxy, ethoxy, propoxy or optionally substituted amino;

W is -NR<sub>5</sub>C(O)R<sub>6</sub>, -NR<sub>5</sub>C(O)OR<sub>6</sub>, -NR<sub>5</sub>C(O)NR<sub>6</sub>R<sub>7</sub>, -NR<sub>5</sub>C(S)NR<sub>6</sub>R<sub>7</sub>, -NR<sub>5</sub>S(O)<sub>2</sub>R<sub>6</sub>, -NR<sub>5</sub>R<sub>8</sub>, -C(O)NR<sub>6</sub>R<sub>7</sub>, -OR<sub>9</sub> or -OC(C)NR<sub>6</sub>R<sub>7</sub> in which

R<sub>5</sub> and R<sub>7</sub> are independently hydrogen or methyl;

R<sub>6</sub> is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

R<sub>8</sub> is optionally substituted alkyl, aralkyl or heteroaralkyl;

$R_9$  is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

X is CH;

Y is CH;

$R_{13}$  and  $R_{14}$  are independently hydrogen, hydroxy or optionally substituted lower alkyl;  
or a pharmaceutically acceptable salt thereof.

20. (Currently Amended) The compound according to claim 18 wherein

$R_1$  is methyl, methoxy or optionally substituted amino;

$R_2$  is hydrogen;

W is  $-NR_5C(O)R_6$ ,  $-NR_5C(O)OR_6$ ,  $-NR_5C(O)NR_6R_7$ ,  $-NR_5C(S)NR_6R_7$ ,  $-NR_5S(O)_2R_6$ ,  
 $-NR_5R_8$ ,  $-C(O)NR_6R_7$ ,  $-OR_9$  or  $-OC(O)NR_6R_7$  in which

$R_5$  and  $R_7$  are independently hydrogen or methyl;

$R_6$  is optionally substituted alkyl, aryl, heteroaryl, cycloalkyl, aralkyl or  
heteroaralkyl;

$R_8$  is optionally substituted alkyl, aralkyl or heteroaralkyl;

$R_9$  is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

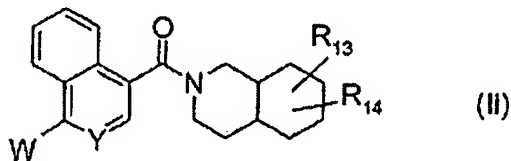
X is CH;

Y is CH;

$R_{13}$  and  $R_{14}$  are independently hydrogen, hydroxy or optionally substituted lower alkyl;  
or a pharmaceutically acceptable salt thereof.

21. (canceled)

22. (Currently Amended) The compound according to claim 18 of the formula



wherein

W is  $-NR_5C(O)R_6$ ,  $-NR_5C(O)OR_6$ ,  $-NR_5C(O)NR_6R_7$ ,  $-NR_5C(S)NR_6R_7$ ,  $-NR_5S(O)_2R_6$ ,  $-NR_5R_8$ ,  $-C(O)NR_6R_7$ ,  $-OR_9$  or  $-OC(O)NR_6R_7$  in which

$R_5$  and  $R_7$  are independently hydrogen or methyl;

$R_6$  is optionally substituted alkyl, aryl, hetroaryl, cycloalkyl, aralkyl or heteroaralkyl;

$R_8$  is optionally substituted alkyl, aralkyl or heteroaralkyl;

$R_9$  is hydrogen, optionally substituted alkyl, aralkyl, heteroaralkyl or alkanoyl;

Y is CH;

$R_{13}$  and  $R_{14}$  are independently hydrogen, hydroxy or optionally substituted lower alkyl; or a pharmaceutically acceptable salt thereof.

23-24. (Canceled)

25. (Withdrawn) A method for the inhibition of  $11\beta$ -hydroxysteroid dehydrogenase type 1 ( $11\beta$ -HSD1) oxoreductase activity in mammals, which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

26. (Withdrawn) A method to control glucocorticoid concentration in mammals which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

27. (Withdrawn) A method according to claim 26, which comprises lowering intracellular and hepatic glucocorticoid concentrations, increasing insulin sensitivity in the adipose tissue and in the muscle, reducing lipolysis and free fatty acid production in the adipose tissue, and inhibiting hepatic gluconeogenesis.

28. (Withdrawn) A method for the treatment of conditions associated with  $11\beta$ -HSD1 oxoreductase activity in mammals which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

29. (Withdrawn) A method for the treatment of glucocorticoid associated disorders in mammals which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

30. (Withdrawn) A method according to claim 29, which comprises administering a compound of claim 1 in combination with a therapeutically effective amount of insulin, insulin derivative or mimetic, insulin secretagogue, insulinotropic sulfonylurea receptor ligand, insulin sensitizer, biguanide, alpha-glucosidase inhibitor, GLP-1, GLP-1 analog or mimetic, DPP-IV inhibitor, hypolipidemic agent, anti-obesity agent, cholestyramine, fibrate, nicotinic acid, or aspirin.

31. (Withdrawn) A method for the treatment of impaired glucose tolerance in Type 2 diabetes which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

32. (Withdrawn) A method for the treatment of Syndrome-X, dyslipidemia, hypertension and central obesity which method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of claim 1.

33. (Currently Amended) A pharmaceutical composition, comprising:

the compound of claim 1 preferably in a therapeutically effective amount, in combination with one or more pharmaceutically acceptable carriers.

34. (Canceled)

35. (Canceled)

36. (Canceled)

37. (Canceled)

38. (Canceled)

39. (Canceled)